



THOMAS D. MARION
TREASURER

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223
FAX (312) 984-3855

DIRECT LINE (312) 984-3821

May 10, 1993

RECORDATION NO. 18088-C FILED 1425

MAY 11 1993 10:11 AM

INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

Sidney Strickland, Jr.
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, DC 20423

Dear Mr. Strickland:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 2 dated as of April 28, 1993, a secondary document supplementing the Manufacturing Agreement dated as of December 9, 1992.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Trinity Industries, Inc. (Manufacturer)
2525 Stemmons Freeway
Dallas, TX 75207

The general description of the equipment is as follows:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. Of Units</u>	<u>Marked</u>	<u>Numbered</u>
100-ton center-beam flatcars	FBC	650	TTZX	84935-85584

Sidney Strickland, Jr.
May 10, 1993
Page Two

Enclosed is our check in the amount of \$16.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 2 being recorded are as follows:

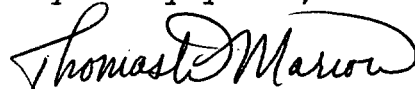
- 1) Manufacturing Agreement dated December 9, 1992, recorded on January 6, 1993, recordation number 18088.
- 2) Manufacturing Agreement Supplement No. 1 dated as of February 10, 1993, recorded on February 12, 1993, recordation number 18088-A.
- 3) Partial Release dated February 19, recorded on March 19, 1993, recordation number 18088-B.

A short summary of this Supplement No. 2 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 2 covering 650 100-ton center-beam flatcars numbered 84935-85584".

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM:mak
Enclosures
18088-C

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of April 28, 1993 between TRINITY INDUSTRIES, INC. (the "Manufacturer") and TTX COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of December 9, 1992 which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

TRINITY INDUSTRIES, INC.

By:

W. C. Newby

Vice President
Freight Car Sales

(Corporate Seal)

ATTESTATION:

Adam Phelps

Assistant Secretary

TTX COMPANY

By:

Thomas D. Mason

Treasurer

(Corporate Seal)

ATTESTATION:

Adam Phelps

Assistant Secretary

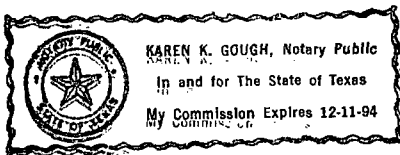
1993

1993

RECORD 28
REGISTRATION NO. 18084
MAY 11 1993 10:15 AM
FILED
INTERSTATE COMMERCE COMMISSION

STATE OF TEXAS)
) SS.:
COUNTY OF DALLAS)

On this 4 day of May 1993, before me personally appeared W. C. Newby, to me personally known, who, being by me duly sworn, says that he is a Vice President - Freight Car Sales of TRINITY INDUSTRIES, INC. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

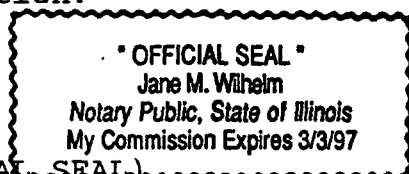


Karen K. Gough
Notary Public

(NOTARIAL SEAL)

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 29 day of April, 1993, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TTX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jane M. Wilhelm
Notary Public

(NOTARIAL SEAL)

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

TRINITY INDUSTRIES, INC.
(Manufacturer)

TTX COMPANY
(Company)

Item 1:

<u>Type*</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
TTZX	650	84935-85584			May - Sept. '93	T-4D92-P

Item 2: November 30, 1993

Item 3: To be determined.

Item 4: 600 East Ninth Street, Suite 5
Michigan City, IN 46360

* 100-Ton Center Beam Flatcars. TTX General Specification No. 68-43-011586, revised September 9, 1992 and TTX Supplemental Specification for 73 ft., 100-Ton Center Beam flatcars No. 68-43-091586 revised September 9, 1992. Trinity Specification F-7019, dated February 8, 1993.